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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

ENTERED
Office of Proceedings

JAN 26 2010

Part of
Public Record

STB DOCKET NO. MC-F-21035

**STAGECOACH GROUP PLC AND COACH USA, INC., et al.
-- ACQUISITION OF CONTROL -- TWIN AMERICA, LLC**

**MOTION FOR
PROTECTIVE ORDER**

David H. Coburn
STEPTOE & JOHNSON LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 429-3000

Attorneys for Applicants Stagecoach Group
plc; Stagecoach Transport Holdings plc.;
SCUSI Ltd.; Coach USA Administration,
Inc.; Coach USA, Inc.; International Bus
Services, Inc.; City Sights Twin, LLC; Mr.
Zev Marmurstein; and Twin America, LLC

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Pursuant to 49 C.F.R. § 1104.14 of the Board's rules, Applicants hereby request that the Board enter a Protective Order in this proceeding in the form attached as an Exhibit to this Motion. A Protective Order is warranted for the reasons set forth below.

By decision dated January 12, 2010, the Board has allowed for the submission of further comments in this proceeding by February 1, 2010 and for the submission of reply comments by February 22, 2010.¹ As the Board is aware, the NYSAG has separately obtained from Applicants documents concerning the formation of Twin America, LLC. Applicants anticipate

¹ In addition, the Board took note of a December 15, 2009 letter submitted by the Transport Workers Union of America, which was not served on Applicants' counsel, seeking an opportunity to comment. TWU counsel is being served with a copy of this Motion.

that the NYSAG might attach some of these documents to its comments, or incorporate information from those documents into its comments. Applicants in turn may wish to provide confidential documents or information to the Board in their reply.

The documents Applicants provided to the NYSAG in lieu of compulsory process contain a variety of confidential business information relating to the businesses of the member companies and to their plans for Twin America. This information is of the type to which competitors, potential competitors, union officials and others involved in the sale or provision of motor carrier services would not normally have access, and providing such access could result in business harm or disadvantage to the Twin America member companies and to Twin America itself. For example, the documents contain non-public financial data, business plans, market assessments and other internal business information. In short, the documents plainly meet the definition of the type of information that would normally be submitted to the Board pursuant to a confidentiality protective order of the type attached hereto.

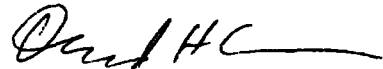
Further, while produced to the NYSAG in connection with its separate investigation, the documents are not public documents and (except to the limited extent that Applicants have disclosed certain information) their contents have not been disclosed. Moreover, the members of the Twin America, LLC that produced the documents advised the NYSAG at the time of production that the documents contained confidential commercial and financial information which, if disclosed, would cause substantial competitive harm.

For these reasons, Applicants respectfully urge the Board to enter the attached Protective Order, which will allow Applicants to designate as confidential the documents that they produced to the NYSAG that contain confidential information. The Protective Order will not impair the ability of the NYSAG to rely on whatever documents it may choose to rely on, while

it will govern the confidentiality of the documents with respect to all parties to this proceeding and thereby ensure that Applicants' business interests are fully protected. Applicants have spoken with the office of the NYSAG, which has advised that it is not in a position to consent to the entry of the Protective Order.

Finally, in order to allow the Board sufficient time to act on this motion before any further filings are submitted, Applicants do not object to an extension of the current filing schedule for a period of one week from the date that the Board acts on this motion. Any such brief extension, if required, will not prejudice any party to this proceeding.

Respectfully submitted,



David H. Coburn
STEPTOE & JOHNSON LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 429-3000
dcoburn@steptoe.com

Attorney for Applicants Stagecoach Group
plc; Stagecoach Transport Holdings plc.;
SCUSI Ltd.; Coach USA Administration,
Inc.; Coach USA, Inc.; International Bus
Services, Inc.; CitySights Twin, LLC; Mr.
Zev Marmurstein; and Twin America, LLC

January 26, 2010

PROTECTIVE ORDER

1. Any party to this proceeding who makes a good faith determination that its information, data, documents or other material ("material") contains or reflects proprietary or confidential information may designate such material as "CONFIDENTIAL" whether or not such material has previously been submitted to another party to this proceeding. The party making that designation shall so advise any party in possession of such material of that designation in writing prior to the submission of such material to the Board. Following such designation, the material so designated shall be handled by all parties subject to the terms of this Protective Order.
2. Material so designated as "CONFIDENTIAL" and any copies, data or notes derived therefrom:
 - (a) Shall be used solely for the purpose of this proceeding and any judicial review proceeding arising herefrom.
 - (b) May be disclosed only to counsel of the party requesting or receiving such material, counsel's support staff, or outside experts or consultants retained in this proceeding who have a need to know, handle, or review the material for purposes of this proceeding and any judicial review proceeding arising herefrom, and only where such counsel, counsel's support staff, or outside expert or consultant has been given and has read a copy of this Protective Order, agrees to be bound by its terms, and executes the attached Undertaking for Confidential Material prior to receiving access to such materials.
 - (c) Must be destroyed by the requesting or receiving party at the completion of this proceeding and any judicial review proceeding arising herefrom. However, counsel and consultants for a party are permitted to retain file copies of all pleadings which they were authorized to review under this Protective Order.
 - (d) If contained in any pleading filed with the Board shall, in order to be kept confidential, be filed only in pleadings submitted in a package clearly marked on the outside "Confidential Materials Subject to Protective Order." See 49 CFR 1104.14.

- (c) Shall be clearly labeled as "CONFIDENTIAL" in any submission made to the Board.
3. If any party intends to use "CONFIDENTIAL" material at any hearings in this proceeding, or in any judicial review proceeding arising herefrom, the party so intending shall submit any proposed exhibits or other documents setting forth or revealing such "CONFIDENTIAL" material to the Board, or the court, as appropriate, with a written request that the Board or the court: (a) restrict attendance at the hearings during discussion of such "CONFIDENTIAL" material; and (b) restrict access to the portion of the record or briefs reflecting discussion of such "CONFIDENTIAL" material in accordance with the terms of this Protective Order.
 4. Except for this proceeding, the parties agree that if a party is required by law or order of a governmental or judicial body to release any "CONFIDENTIAL" material as to which it obtained access subject to this Protective Order, the party so required shall notify the producing party in writing within 3 working days of the determination that the "CONFIDENTIAL" material, or copies or notes are to be released, or within 3 working days prior to such release, whichever is soonest, to permit the producing party the opportunity to contest the release.
 5. Information that is publicly available from a person with a right to disclose it shall not be subject to this Protective Order even if the same information is produced and designated as "CONFIDENTIAL" in this proceeding.
 6. Any party filing with the Board a "CONFIDENTIAL" pleading in this proceeding should simultaneously file a public version of the pleading.

UNDERTAKING
CONFIDENTIAL MATERIAL

I, _____, [as outside counsel or support staff] or [as outside consultant or expert] have read the Protective Order served on _____ [date], governing the production of confidential documents in STB MC-F-21035, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any data or information obtained under this Undertaking, or to use or permit the use of any techniques disclosed or information learned as a result of receiving such data or information, for any purposes other than the preparation and presentation of evidence and argument in STB Finance Docket No. MC-F-21035 or any judicial review proceeding arising herefrom. I further agree not to disclose any data or information obtained under this Protective Order to any person who has not executed an Undertaking in the form hereof. At the conclusion of this proceeding and any judicial review proceeding arising herefrom, I will promptly destroy any copies of such designated documents obtained or made by me or by any outside counsel or outside consultants working with me, provided, however, that counsel and consultants may retain copies of pleadings which they were authorized to review under the Protective Order.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that parties producing confidential documents shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Dated: _____

CERTIFICATE OF SERVICE

I certify that I have this 26th day of January 2010 served a copy of the foregoing Motion
for Protective Order by Federal Express on:

U.S. Department of Transportation
Federal Motor Carrier Safety Administration
1200 New Jersey Avenue, S.E.
Washington, DC 20590

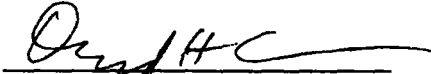
U.S. Department of Justice
Antitrust Division
950 Pennsylvania Avenue, N.W.
Washington, DC 20530

U.S. Department of Transportation
Office of the General Counsel
1200 New Jersey Avenue, S.E.
Washington, DC 20590

New York State
Office of the Attorney General
The Capitol
Albany, NY 12224-0341

James Yoon
Assistant Attorney General
Antitrust Bureau
New York State Office of the Attorney
General
120 Broadway, Suite 26 C
New York, NY 10271

Karen Fleming
Transport Workers Union of America
10-20 Banta Place, Suite 118
Hackensack, NJ 07601


David H. Coburn